

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

Case No. 03-C-1427

v.

HEARTLAND ADVISORS, INC., et al.,

**Honorable Judge
Charles N. Clevert, Jr.**

Defendants.

**STIPULATION DISMISSING WITH PREJUDICE PLAINTIFF'S CLAIMS
AGAINST DEFENDANTS HEARTLAND ADVISORS, INC., WILLIAM J.
NASGOVITZ, PAUL T. BESTE, THOMAS J. CONLIN, GREG D. WINSTON,
KEVIN D. CLARK, KENNETH J. DELLA, AND HUGH F. DENISON**

The parties hereby stipulate and agree:

1. Plaintiff Securities and Exchange Commission ("Commission") filed its Complaint in this action on December 11, 2003, alleging violations of the Federal securities laws by, and seeking relief against, Defendants Heartland Advisors, Inc., William J. Nasgovitz, Paul T. Beste, Thomas J. Conlin, Greg D. Winston, Kevin D. Clark, Kenneth J. Della, Hugh F. Denison, and Jilaine H. Bauer.

2. The Commission and Defendants Heartland Advisors, Inc., William J. Nasgovitz, Paul T. Beste, Thomas J. Conlin, Greg D. Winston, Kevin D. Clark, Kenneth J. Della, and Hugh F. Denison ("the Settling Defendants") have now entered into a settlement which resolves the Commission's claims against the Settling Defendants.

3. The Commission's claims against Defendant Bauer remain unresolved.

4. Accordingly, the Parties agree and stipulate to the entry of an Order dismissing with prejudice the Commission's claims against the Settling Defendants.

Dated: February 21, 2008

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